

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

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In re: )  
CORE SCIENTIFIC, INC. *et al.*,<sup>1</sup> ) Chapter 11  
Debtors. )  
 ) Case No. 22-90341 (DRJ)  
 ) (Jointly Administered)  
 )

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**APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 9, 2023**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSBS.USCOURTS.GOV](https://ecf.txsbs.uscourts.gov) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE DAYS FROM THE DAY YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

The Official Committee of Unsecured Creditors (the “Committee”) of Core Scientific, Inc. and its debtor affiliates in the above captioned cases (collectively, the “Debtors”), by Patricia Trompeter, Chief Executive Officer of Sphere 3D Corp., in her capacity as a representative of a member of the Committee, Sphere 3D Corp., hereby submits this application (the “Application”) for entry of a proposed order (the “Order”), substantially in the form attached hereto as Exhibit A,

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

authorizing the retention and employment of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel to the Committee effective as of January 9, 2023. In support of the Application, the Committee relies upon and incorporates by reference the declaration of Patricia Trompeter (the “Trompeter Declaration”), attached hereto as **Exhibit B**, and the declaration of Brett H. Miller (the “Miller Declaration”), attached hereto as **Exhibit C**. In further support of this Application, the Committee respectfully represents as follows:

### **BACKGROUND**

1. On December 21, 2022 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Rule 1015-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”). No trustee or examiner has been appointed in these chapter 11 cases.

2. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of the chapter 11 cases is set forth in the *Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions* [Docket No. 5].

3. The Office of the United States Trustee (the “U.S. Trustee”) selected the members of the Committee pursuant to section 1102 of the Bankruptcy Code and filed a notice of

appointment on January 9, 2023 [Docket No. 256].<sup>2</sup> On February 3, 2023, the U.S. Trustee filed the *Notice of Appointment of Reconstituted Official Committee of Unsecured Creditors* [Docket No. 456]. The current members of the Committee are: (a) Dalton Utilities; (b) Sphere 3D Corp.; (c) MP2 Energy LLC d/b/a Shell Energy Solutions; and (d) Tenaska Power Services Company.

4. On January 9, 2023, following its appointment, the Committee conducted its initial meeting and selected Willkie as its proposed counsel.

### **RELIEF REQUESTED**

5. By this Application, pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, the Committee respectfully requests that the Court enter the Order authorizing the Committee to retain and employ Willkie as its counsel in connection with the prosecution of these chapter 11 cases and all related matters effective as of January 9, 2023.

#### **I. Willkie's Qualifications**

6. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code. Willkie, and in particular Brett Miller and Todd Goren, has significant experience representing official creditors' committees in large and complex bankruptcy cases. Among other cases, Willkie or its attorneys have represented official committees of unsecured creditors in SAS AB, Avianca Holdings, Grupo Aeroméxico, Westmoreland Coal Co., Cloud Peak Energy, Energy Future Holdings, Windstream, L.A. Dodgers, Hawaiian Telecom, and Fortunoff, among many

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<sup>2</sup> The original members of the Committee were: (1) Dalton Utilities, (2) Sphere 3D Corp., and (3) BRF Finance Co., LLC ("BRF"). Following the Committee's appointment, the Debtors selected an affiliate of BRF as its replacement debtor-in-possession financing lender. Thereafter, BRF resigned from the Committee.

others. As a result of this experience, Willkie is well-positioned to anticipate and resolve legal issues that may arise during the remainder of the cases.

7. Willkie has also informed the Committee that Jennifer J. Hardy, a partner of Willkie who will be employed in these chapter 11 cases, is a member of good standing of, among others, the Bar of the State of Texas and the United States District Court for the Southern District of Texas. Other partners of, counsel to, and associates of Willkie who will be employed in these chapter 11 cases are members in good standing of other bars and courts. As a result, Willkie is well qualified to represent the Committee in these chapter 11 cases in an efficient and effective manner.

## **II. Services to be Provided**

8. The Committee anticipates that Willkie will, in connection with these chapter 11 cases and subject to orders of this Court, provide a range of services to the Committee, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the

Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;

- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

9. Willkie intends to work closely with the Debtors' representatives and the other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

### **III. Professional Compensation**

10. Willkie intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustees (the "U.S. Trustee Guidelines") and any other applicable procedures and orders of the Court (collectively, the "Fee Guidelines").

11. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Fee Guidelines, the Committee proposes to compensate Willkie for services rendered at its customary hourly rates that are in effect from time to time, as set forth in the Miller Declaration, and to reimburse Willkie according to its customary reimbursement policies. Further, in accordance with the Fee Guidelines, Willkie will seek payment of 80% of its

fees and 100% of its expenses on a monthly basis. The Committee respectfully submits that Willkie's rates and policies as outlined in the Miller Declaration are reasonable.

12. The hourly rates and corresponding rate structure that Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructurings and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

13. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field, and are subject to periodic adjustments to reflect economic and other conditions.<sup>3</sup> In particular, Willkie's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

Billing Category	Current Hourly Range
Partners and Senior Counsel	\$1,400 to \$2,050
Associates, Other Attorneys and Law Clerks	\$520 to \$1,380
Paraprofessionals	\$315 to \$540

14. The Committee believes that these rates, and the terms and conditions of Willkie's employment, are reasonable.

15. Willkie will also seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf, such as travel

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<sup>3</sup> As set forth in the Order, Willkie will provide ten (10) business days' notice to the Debtors and the U.S. Trustee before implementing any periodic hourly rate increases by filing such notice with the Court.

expenses, late night working meals and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Miller Declaration. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

16. No promises were received by Willkie or any of its attorneys as to compensation in connection with the chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Willkie, nor any of its attorneys, have any agreement with any other entity to share with such entity any compensation received by Willkie in connection with these chapter 11 cases.

#### **IV. Willkie's Disinterestedness**

17. Willkie does not hold or represent any interest adverse to the Debtors' estates and, except as disclosed in the Miller Declaration, does not have any "connections" to the Debtors' creditors, affiliates, other parties-in-interest or potential parties-in-interest, the U.S. Trustee or the Assistant U.S. Trustees for the Southern District of Texas and attorneys employed by such office, or any judge in the Court. Willkie believes it is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. To the extent that Willkie has a conflict with respect to a particular client or matter, the Committee intends to retain and use Gray Reed & McGraw LLP as separate conflicts and efficiency counsel ("Conflicts Counsel").

18. As set forth in the Miller Declaration, Willkie has represented, currently represents, and will likely in the future represent certain parties-in-interest or potential parties-in-interest in these chapter 11 cases in matters unrelated to the Debtors, these chapter 11 cases, or such entities' claims against the Debtors, as part of its customary practice. Willkie is retained in cases, proceedings, and transactions involving many different parties throughout the United States and

worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these chapter 11 cases. Pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it previously represented or currently represents the Debtors' creditors, or other parties-in-interest, in matters unrelated to the Debtors or these chapter 11 cases.

19. Willkie has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments by filing a supplemental declaration with the Court.

20. For these reasons, the Committee believes that the employment of Willkie is necessary, in the best interests of the Debtors' estates, and will enable the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code. Accordingly, the Committee submits that the relief requested in the Application is appropriate and should be granted by the Court.

**NOTICE**

21. Notice of this Application will be provided to any party entitled to notice pursuant to Bankruptcy Rule 2002 and any other party entitled to notice pursuant to Bankruptcy Local Rule 9013-1(d).

**NO PRIOR REQUEST**

22. No previous application for the relief requested herein has been made to this or any other court.

**CONCLUSION**

WHEREFORE, the Committee respectfully requests that the Court: (a) enter the Order granting the relief requested herein, and (b) grant such other and further relief as the Court may deem just and proper.

Dated: February 8, 2023

Respectfully submitted,

The Official Committee of Unsecured Creditors  
of Core Scientific, Inc., *et al.*

By: /s/ Patricia Trompeter \_\_\_\_\_

Patricia Trompeter  
Chief Executive Officer  
Sphere 3D Corp.  
As representative for Sphere 3D Corp.,  
in its capacity as a Committee member

**Certificate of Service**

I certify that on February 8 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

By: */s/ Jennifer J. Hardy*  
Jennifer J. Hardy

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)
	) Chapter 11
	)
CORE SCIENTIFIC, INC. <i>et al.</i> , <sup>1</sup>	) Case No. 22-90341 (DRJ)
	)
Debtors.	) (Jointly Administered)
	)

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**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF WILLKIE  
FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS EFFECTIVE JANUARY 9, 2023**

Upon the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) of Core Scientific, Inc. and its debtor affiliates in the above captioned cases (collectively, the “Debtors”), pursuant to sections 105(a), 328(a), 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, authorizing the Committee to employ and retain Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel, effective as of January 9, 2023; and upon the Miller Declaration and the Trompeter Declaration (together, the “Declarations”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having found that no other or further notice is needed or necessary; and the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Court having found, based on the representations made in the Declarations, that Willkie (a) does not hold or represent any interest adverse to the Debtors' estates, (b) is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and the Court having reviewed the Application and the Declarations; and the Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and the relief requested in the Application being in the best interests of the Debtors' estates, their creditors, and other parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Application is GRANTED to the extent provided herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, and subject to the terms of this Order, the Committee is hereby authorized to employ and retain Willkie as its bankruptcy counsel to provide the following services, effective January 9, 2023:
  - a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
  - b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
  - c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
  - d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
  - e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
  - f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and

assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);

- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

3. Willkie shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law. For billing purposes, Willkie shall keep its time in one tenth (1/10) hour increments in accordance with the Fee Guidelines. Willkie also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Fee Guidelines, both in connection with the Application and any interim and final fee applications to be filed by Willkie in these chapter 11 cases. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format.

4. Willkie shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

5. Prior to any increases in Willkie hourly rates, the Firm shall file a supplemental declaration with the Court to provide ten (10) business days' notice to the Debtors and the U.S. Trustee, which supplemental declaration shall explain the basis for the requested rate increases in

accordance with section 330(a)(3)(F) of the Bankruptcy Code, and state whether the Committee has consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code.

6. Willkie shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

7. The Committee is authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2023  
Houston, Texas

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THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit B**

**Declaration of Patricia Trompeter**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re: )  
CORE SCIENTIFIC, INC. *et al.*,<sup>1</sup> ) Chapter 11  
Debtors. ) Case No. 22-90341 (DRJ)  
 ) (Jointly Administered)  
)

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**DECLARATION OF PATRICIA TROMPETER IN SUPPORT OF  
THE APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF WILLKIE FARR & GALLAGHER LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
EFFECTIVE AS OF JANUARY 9, 2023**

Pursuant to 28 U.S.C § 1746, I, Patricia Trompeter, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am the Chief Executive Officer of Sphere 3D Corp. (“Sphere 3D”). Sphere 3D is an unsecured creditor in the above-captioned cases of Core Scientific, Inc. and its debtor affiliates (collectively, the “Debtors”). I serve as Sphere 3D’s representative on the Committee. In such capacity, I was part of the process and involved in selecting and engaging Willkie Farr & Gallagher LLP (“Willkie”) as counsel for the Committee. I submit this Declaration solely in my capacity as a member of the Committee. All rights of Sphere 3D are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

*to the Official Committee of Unsecured Creditors Effective as of January 9, 2023* (the “Application”).<sup>2</sup> In support of the Application, the Committee relies upon the Miller Declaration, which is attached to the Application as **Exhibit C**.

3. The attorneys primarily responsible for the Committee’s representation in these chapter 11 cases, Brett H. Miller and Todd M. Goren, have extensive experience representing official committees of creditors in large and complex bankruptcy cases.

4. Given that Mr. Miller and Mr. Goren have represented the official committee of unsecured creditors in a significant number of recent large chapter 11 cases—I believe they are well-positioned to anticipate and resolve legal issues that may arise during the remainder of the cases. Moreover, I understand that Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

5. I, and the other members of the Committee, reviewed Willkie’s standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Willkie, I understand that those rates are generally consistent with the Firm’s rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members’ experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable. It is my understanding that Willkie will seek payment of 80% of its fees and 100% of its expenses on a monthly basis.

6. Additionally, the Committee, through me, its designated member and chairperson, will: (a) develop a prospective budget and staffing plan with Willkie to comply with the U.S.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Trustee's requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie; (b) review all staffing plans and budgets to supervise Willkie's fees and expenses and to manage costs and, together with Willkie, make adjustments as may be necessary or appropriate; (c) review all applications for compensation submitted by Willkie to ensure that Willkie's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

7. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee and, if called upon to testify, I would testify competently to the facts set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct.

Dated: February 8, 2023

Respectfully submitted,

By: /s/ Patricia Trompeter

Patricia Trompeter  
Chief Executive Officer  
Sphere 3D Corp.  
As representative for Sphere 3D Corp.,  
in its capacity as a Committee member

**Exhibit C**

**Declaration of Brett H. Miller**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re: )  
CORE SCIENTIFIC, INC. *et al.*,<sup>1</sup> ) Chapter 11  
Debtors. ) Case No. 22-90341 (DRJ)  
 ) (Jointly Administered)  
 )

**DECLARATION OF BRETT H. MILLER IN SUPPORT OF THE APPLICATION FOR  
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 9, 2023**

I, Brett H. Miller, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), with offices at 787 Seventh Avenue, New York, New York 10019, among other locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Willkie. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

2. I submit this Declaration in support of the application (the “Application”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”) of Core Scientific, Inc. and its

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”) pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, for entry of an order authorizing the retention and employment of Willkie as counsel to the Committee effective as of January 9, 2023. Except as otherwise indicated, the facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

**SERVICES TO BE PROVIDED**

3. Since the Committee’s appointment, and Willkie’s retention on January 9, 2023, we have been working closely with the Debtors and other parties-in-interest and have become familiar with the Debtors’ businesses and many of the existing and potential legal issues in these chapter 11 cases. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

4. In connection with these chapter 11 cases, the Committee has requested court authorization to retain Willkie as counsel for the Committee to provide the Committee with certain services, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors’ affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors’ assets pursuant to section 363 of the Bankruptcy Code;

- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

#### **PROFESSIONAL COMPENSATION**

5. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.<sup>3</sup> In particular, Willkie's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

<b>Billing Category</b>	<b>Current Hourly Range</b>
Partners and Senior Counsel	\$1,400 to \$2,050
Associates, Other Attorneys and Law Clerks	\$520 to \$1,380
Paraprofessionals	\$315 to \$540

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<sup>3</sup> As set forth in the Order, Willkie will provide ten business days' notice to the Debtors and the U.S. Trustee before implementing any periodic hourly rate increases, by filing such notice with the Court.

6. The hourly rates and corresponding rate structure that Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures. I believe that these rates, and the terms and conditions of Willkie's employment, are reasonable. Willkie intends seek payment of 80% of its fees and 100% of its expenses on a monthly basis.

7. In addition to the hourly rates set forth above, Willkie customarily charges its clients for all actual out-of-pocket expenses incurred on the clients' behalf, including travel expenses, lodging, working meals and transportation, meal charges for business meetings, computer-assisted legal research, photocopying, facsimile transmissions, postage, printing, transcripts, filing fees, overnight courier expenses, messengers, and similar items. Willkie will seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

8. No promises have been received by Willkie or any of its attorneys as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Willkie has also advised the Committee that neither the Firm nor any of its attorneys have any agreement with any other entity to share with such entity any compensation received by Willkie in connection with these chapter 11 cases.

#### **DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS**

9. In order to ascertain Willkie's "connections," as that term is used in Bankruptcy Rule 2014, Willkie obtained an extensive (but not necessarily complete) list of interested parties

and significant creditors (the “Potential Parties in Interest”) from counsel to the Debtors, a copy of which is attached hereto as **Schedule 1**.

10. Under the supervision of attorneys in Willkie’s Business Reorganization & Restructuring group, an internal search in Willkie’s computerized conflict database was conducted to determine if Willkie (or any of its affiliates) currently represents or formerly represented any of the Potential Parties in Interest within the past three years. Willkie also made inquiries to the partners responsible for open matters involving the Potential Parties in Interest or their affiliates to determine the nature of the work and any relationship to the Potential Parties in Interest. Willkie performed this inquiry consistent with its normal and customary practices.

11. The following is a list of the categories of Potential Parties in Interest that Willkie searched:

Category
Debtor Entities
Debtors’ Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a)
Bank Accounts
Bankruptcy Judges and Staff for the Southern District of Texas
Bondholders/Noteholders/Indenture Trustees
Clerk of the Court for the Southern District of Texas
Contract Counterparties (includes patents and intellectual property)
Current Officers and Directors
Affiliation of Current Officers and Directors
Benefit Providers (Workers’ Compensation/Pension Plans/Third Party Administrators)
Debtors Professionals (law firms, accountants and other professionals)
Former Officers and Directors
Insurance/Insurance Broker/Insurance Provider/Surety Bonds
Landlords and Parties to Leases
Lenders
List of the Top 30 Unsecured Creditors
List of the Creditors Holding the Top 100 Largest Unsecured Claims (Excluding Insiders)
List of 5 Largest Secured Creditors
Litigation Counterparties/Litigation Pending Lawsuits (includes threatened litigation)

Non-Debtor Affiliates and Subsidiaries
Non-Debtor Professionals
Official Committee of Unsecured Creditors
Others Parties in Interest (Notice of Appearance Parties, and any other person or group appointed)
Ordinary Course Professionals
Other Secured Parties (Letters of Credit/Issuers of Letters of Credit)
Partnerships (if debtors is a partnership, its general and limited partners)
Regulatory and Government Authorities
Secured Creditors
Significant Competitors
Significant Customers and Contract Counterparties
Significant Shareholders (more than 5% equity)
Significant Vendors/Suppliers
Taxing Authorities
U.S. Attorney's Office for the Southern District of Texas
UCC Search Results/UCC Lien Search Results
United States Trustee and Staff for the Southern District of Texas
Utility Providers/Utility Brokers

12. This search revealed that certain Potential Parties in Interest are or may be currently represented by Willkie. All current and past Willkie representations of Potential Parties in Interest are identified on the list attached to this Declaration as Schedule 2.<sup>4</sup> To the best of my knowledge, Willkie has no connections with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee – Southern District of Texas except as set forth on Schedule 2. Based on the results of this search, and through direct inquiries with Willkie attorneys, Willkie determined that the representation of the Potential Parties in Interest disclosed on Schedule 2 hereto concerned matters

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<sup>4</sup> As referenced in Schedule 2, (a) the term “current representation” means an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2021, 2022 or 2023, and (b) the term “past representation” means either (1) an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2019, 2020 or 2021, or (2) a client matter in the Firm’s conflicts search system to which time was billed in 2022 but has now been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Firm’s representation rather than its potential listing in Firm’s conflicts search system. The list generated from Firm’s conflicts search system is over-inclusive.

in which such clients were not adverse to the Debtors, the Debtors' estates, or the members of the Committee.

13. The status of entities identified as Potential Parties in Interest by the Debtors may have changed or could change during the pendency of the chapter 11 cases without Willkie's knowledge. Willkie will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

### **SPECIFIC DISCLOSURES**

14. As specifically set forth below and in the attached schedules, Willkie represents or has represented certain Potential Parties in Interest in matters unrelated to the Debtors and these chapter 11 cases; however, Willkie does not hold or represent any interest adverse to the Debtors' estates. Moreover, pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it represents certain of the Potential Parties in Interest in matters unrelated to these chapter 11 cases. Willkie submits that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code.

15. Specifically, Willkie represents, and has in the past represented, certain entities for which Willkie is providing additional disclosures beyond those in **Schedule 2**.

16. Willkie previously represented former Committee member, BRF, on finance related matters involving the Debtors prior to the Petition Date. Willkie ceased its representation of BRF in connection with the Debtors immediately upon BRF's appointment to the Committee and does not have any open matters for BRF or its affiliates in connection with the Debtors.

Moreover, prior to being selected to as proposed counsel to the Committee, Willkie obtained a full conflicts waiver from BRF. Finally, Willkie advised the Committee that it should retain separate counsel to advise the Committee on any issues involving BRF, and the Committee has selected Conflicts Counsel to handle such matters.

17. Following the first day hearing, the Debtors ran a solicitation process for replacement debtor-in-possession financing. During that process, an affiliate of BRF emerged as a potential source of replacement DIP financing. Upon that affiliate's expression in interest as being a potential source of replacement DIP financing, BRF (a) did not participate in Committee discussions, (b) retained Choate, Hall & Stewart LLP to advise them in connection with the replacement DIP, and (c) resigned from the Committee following a hearing on February 1, 2023 where the Court approved the Debtors' replacement DIP financing.

18. Willkie previously represented the Special Committee to the Board of Directors (the "Special Committee") of Blockcap, Inc. ("Blockcap") in connection with Debtor Core Scientific Holding Company's ("Core HoldCo") acquisition of Blockcap. This transaction was completed in August 2021. Willkie's representation of the Special Committee in this matter and all related matters was completed in September 2021. The Special Committee represented approximately .02% of Willkie's revenue in 2021 and represented no revenue in 2020 or 2022. Further, the attorneys involved in advising the Special Committee are not and will not be involved in advising the Committee.

19. Willkie currently represents AIG in various litigation and insurance coverage matters. Certain of AIG's affiliates are listed in the "Insurance/Insurance Providers/Surety Bonds" category on the Potential Parties in Interest List. Willkie has not, and will not, represent any of AIG's affiliates in connection with the Debtors or these chapter 11 cases. AIG represented less

than 2% of Willkie's revenues in 2020, 2021 and 2022. Willkie intends to continue to represent AIG and certain of its affiliates on matters wholly unrelated to the Debtors or these chapter 11 cases.

20. Willkie currently represents Citibank, N.A. and certain of its subsidiaries and affiliates (collectively, "Citibank") in various litigation and corporate matters. Citibank is listed in the "Benefit Providers" on the Potential Parties in Interest List. Willkie has not, and will not, represent Citibank in connection with the Debtors or these chapter 11 cases. Citibank represented approximately 1% of Willkie's revenue in 2020 and less than 1% of Willkie's revenue in 2021 and 2022. Willkie intends to continue to represent Citibank on matters wholly unrelated to the Debtors or these chapter 11 cases.

21. Excepted as described herein, Willkie has not represented any entities listed on the "Top 30 Unsecured Creditors" category on the Potential Parties in Interest List.

22. For the avoidance of doubt, Willkie will not represent any parties other than the Committee in these chapter 11 cases, irrespective of whether such parties (including any additional interested parties that may be identified in the future) are Willkie clients.

23. Further, should the Committee decide to undertake any litigation against a client of Willkie, including any of the aforementioned clients, and Willkie does not have a conflicts waiver that permits Willkie to be adverse to such clients in these chapter 11 cases, the Committee will use Conflicts Counsel to prosecute such litigation.

24. Willkie attorneys<sup>5</sup> have represented the official committee of unsecured creditors in the chapter 11 cases of *In re SAS AB*, Case No. 22-10925 (MEW) (Bankr. S.D.N.Y.); *In re Grupo Aeroméxico, S.A.B. de C.V.*, Case No. 20-11563 (SCC) (Bankr. S.D.N.Y.); *In re Avianca*

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<sup>5</sup> Willkie attorneys advised on certain of these matters while at prior firms.

*Holdings S.A.*, Case No. 20-11133 (MG) (Bankr. S.D.N.Y.); *In re Cloud Peak Energy*, Case No. 19-11047 (JKS) (Bankr. D. Del.); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y.); *In re Westmoreland Coal Co.*, Case No. 18-35672 (DRJ) (Bankr. S.D. Tex.); *In re Energy Future Holdings*, Case No. 14-10979 (CSS) (Bankr. D. Del.); and *In re L.A. Dodgers LLC*, Case No. 11-12010 (KG) (Bankr. D. Del.), among many others.

25. No agreement or understanding exists between Willkie or any of its attorneys with any other entity to share with such entity any compensation received for services rendered in connection with these chapter 11 cases, other than as permitted by section 504 of the Bankruptcy Code, nor shall Willkie or any of its attorneys share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other entity, including any of the Firm's foreign affiliates, other than as permitted by section 504 of the Bankruptcy Code.

26. To the extent the Committee seeks to retain additional professionals to represent the Committee in any matters relating to these chapter 11 cases, Willkie will make all reasonable efforts not to duplicate the services rendered by these professionals.

#### **STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

27. Willkie intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Fee Guidelines:

<b>Question:</b>	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
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**Response:** No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** If you represented the client in the 12 months pre-petition, disclose your billing rates and material financial terms for the pre-petition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

**Response:** Willkie did not represent the Committee prior to the Debtors' chapter 11 cases. Additionally, during Willkie's prepetition representation of BRF, Willkie's billing rates and material financial terms were substantially the same as the rates Willkie is currently charging the Committee.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

**Response:** The Committee and Willkie expect to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures, and any other orders of the Court, recognizing that in the course of these chapter 11 cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie.

**AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS**

28. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that Willkie is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by sections 328 and 1102 of the Bankruptcy Code, and does not hold or represent any interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof, and (b) Willkie has no connection to the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, any person employed in the Office of the

United States Trustee – Southern District of Texas, or other parties-in-interest except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 8, 2023

*/s/ Brett H. Miller*

Brett H. Miller

**Schedule 1**

**Potential Parties in Interest**

## Potential Parties in Interest

### **Debtors:**

Core Scientific Mining LLC  
Core Scientific, Inc.  
Core Scientific Acquired Mining LLC  
Core Scientific Operating Company  
Radar Relay, Inc.  
Core Scientific Specialty Mining (Oklahoma)  
LLC  
American Property Acquisition, LLC  
Starboard Capital LLC  
RADAR LLC  
American Property Acquisitions I, LLC  
American Property Acquisitions VII, LLC

### **Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a):**

155 Palmer Lane, LLC  
Blockcap, Inc.  
Core Scientific Holdings Co.  
Core Scientific, Inc.  
GPU One Holdings, LLC  
Mineco Holdings, Inc.  
Power & Digital Infrastructure Acquisition Corp.  
Radar Relay, LLC  
XPDI

### **Bank Accounts:**

Bank of America  
City National Bank  
Bremer Bank

### **Bankruptcy Judges and Staff for Southern District of Texas:**

Judge David R. Jones  
Judge Marvin Isgur  
Judge Christopher M. Lopez  
Judge Jeffrey P. Norman  
Judge Eduardo V. Rodriguez  
Peter Bray  
Jason Marchand  
Albert Alonzo  
Rosario Saldan  
Christina Bryan  
Melissa Morgan-Faircloth  
LinhThu Do  
Mario Rios  
Yvonne Ho

Samantha Warda  
Dena Hanovice Palermo  
Carol Felchak  
Jeannie Chavez  
Sam S. Sheldon  
Shannon Jones

### **Bondholders/Noteholders/Indenture**

**Trustees:**  
U.S. Bank National Association

### **Clerk of the Court for Southern District of Texas:**

Darlene Hansen  
Nathan Ochsner

### **Contract Counterparties (includes patents and intellectual property)**

(See Significant Customers and Contract Counterparties)

### **Current Officers and Directors:**

Carol Haines  
Darin Feinstein  
Denise Sterling  
Jarvis Hollingsworth  
Jeff Pratt  
Jeff Taylor  
Katharine (“Katy”) Hall  
Kneeland Youngblood  
Krista Rhynard  
Kyle Buckett  
Lynn Burgener  
Matthew Brown (“Matt”)  
Matthew Minnis (“Matt”)  
Michael Bros  
Michael Levitt (“Mike”)  
Neal P. Goldman  
Russell Cann  
Steve Gitlin  
Todd DuChene  
Weston Adams

### **Affiliation of Current Officers and Directors:**

Baylor Health Care System Foundation  
California Institute of Technology (Caltech)  
Diamond Offshore Drilling, Inc.  
Kayne Anderson BDC, LLC

Kayne Anderson Capital Advisors, L.P.  
Kayne Anderson Energy Infrastructure Fund  
Inc. (KYN)  
Kayne Anderson NextGen Energy &  
Infrastructure Inc. (KMF)  
Laredo Petroleum, Inc.  
Mackay Shields, LLC  
Mallinckrodt Pharmaceuticals  
Memorial Hermann Hospital System  
Och Ziff Capital Management, LP  
Pledging Technologies  
Prostate Cancer Foundation  
Scientific Games Corporation  
Southwestern Medical Foundation  
Talos Energy, Inc.  
Teacher Retirement System of Texas  
The Council on Foreign Relations  
The Music Acquisition Corp  
TPG Pace Beneficial Finance Corporation I and  
II  
Weatherford International

**Benefit Providers:**

(Workers Compensation/ Pension Plans /Third  
Party Administrators)  
Aetna  
Aflac  
Allstate Benefits  
American Security and Protection Services LLC  
Blue Cross Blue Shield CA  
Blue Cross Blue Shield NC  
BNY Mellon Bank  
Chubb Personal Excess Liability Insurance  
Citibank (Administered by PayFlex)  
Delta Dental  
Expensify Payments LLC  
Farmers Group Select Home & Auto Insurance  
Florida Blue  
Globalization Partners Professional Services  
Group Health Aetna  
Guardian  
Kaiser Permanente  
MetLife  
Optum Bank  
Securitas Security Services USA, Inc.  
TriNet - COBRA  
TriNet HR III, LLC  
Tufts  
UnitedHealthcare (“UHC”)  
Vision Service Plan (“VSP”)

**Debtors Professionals:**

AlixPartners LLP  
Deloitte Tax LLP  
Deloitte Financial Advisory Services LLP  
PJT Partners LP  
Marcum LLP  
Scheef & Stone, LLP  
Stretto, Inc.  
Weil, Gotshal & Manges LLP

**Former Officers and Directors:**

Aber Whitcomb  
Alan Curtis  
Brandon Curtis  
Brett Harrison  
Brian Neville  
Bryce Johnson  
Caleb Tebbe  
Christel Sice  
Christy Barwick  
Clark Swanson  
Colin Crowell  
Dan Christen  
Devon Eldridge  
George Kollitides  
Harlin Dean  
Kevin Turner  
Larry Rudolph  
Matthew Bishop  
Michael Truzpek  
Peter Dorrius  
Peter J. Novak  
Peter Sladic  
Sharon Orlopp  
Stacie Olivares

**Insurance/Insurance Broker/Insurance  
Provider/Surety Bonds:**

AmTrust  
AON  
Arch Specialty Ins. Co (via AmWins)  
Ascot Syndicate No. 1414 (Ethos via AmWins)  
Aspen Specialty Ins. Co (via AmWins)  
AXIS Surplus Ins. Co (via Amwins)  
Beazley (Lloyd's Syndicate 2623)  
Beazley (Lloyd's Syndicate No. 2623 (Beazley  
UK)  
Beazley Insurance Company  
Berkley National Insurance Company  
Berkley Prof Liability  
Berkshire Hathaway Specialty Ins. Company

CAC Specialty  
 Columbia Casualty Company (CNA)  
 Endurance American Specialty Insurance  
 Company (Sompo)  
 Federal Insurance Company (Chubb)  
 General Casualty Co of WI (QBE)  
 Harco National Insurance Company (360)  
 Hiscox Insurance Company  
 Kinsale Insurance Company (via Amwins)  
 Landmark American Insurance Company (RSUI  
 via Amwins)  
 Lexington Insurance Company (AIG) via RT  
 Specialty  
 Lexington Insurance Company (via Amwins)  
 Lloyd's Syndicate No. 2623 (Beazley UK)  
 National Union Fire Ins. Co of Pittsburgh (AIG)  
 Navigators Insurance Co (Hartford)  
 Obsidian Specialty Insurance Company (Orion  
 via RT Specialty)  
 Pennsylvania Insurance Company (Applied via  
 RT Specialty)  
 Policies Held by PEOs TriNet and Globalization  
 Partners  
 QBE Insurance Corporation  
 Starr Indemnity & Liability Co  
 Swiss Re Corporate Solutions Capacity Ins.  
 Corp (via Amwins)  
 The Princeton Excess & Surplus Lines Ins. Co  
 (Munich Re via Amwins)  
 U.S. Customs and Border Protection  
 Vantage Risk Specialty Insurance Company (RT  
 Specialty)  
 Wright National Flood Ins. Co (NFIP)  
 XL Specialty Ins. Co.

**Landlords and Parties to Leases:**

Cheryl Ogle & the Crystal Ogle Management  
 Trust  
 City of Denton  
 Dalton-Whitfield Joint Development Authority  
 Elmington Property Management LLC  
 Elmington Property Mgmt. LLC - Monarch  
 Apartments  
 Hannig Row Partnership  
 Hudson GRC LLC  
 Hurd Real Estate Associates  
 Jobe Ranch Family Limited Partnership, Lessor  
 (11/15/2021)  
 Jobe Ranch Family Limited Partnership  
 Liberty Point Apartments  
 Minnkota Power Cooperative Inc.

Minnkota Power Cooperative, Lessor  
 (Commercial Lease, Ground Lease)  
 Mobley Holdings LLC - Liberty Point  
 Apartments  
 Monarch Apartment Homes  
 Ncredible Properties  
 Nodak Electric Cooperative  
 Nodak Electric Cooperative Inc.  
 Peerless Events & Tents LLC  
 SRPF A QR Riversouth LLC  
 The District  
 The Preserve at Spring Creek  
 Tien Yun Investments, LLC (dba TY Properties)  
 Worksmith, Inc.

**Lenders:**

1994 Steinfeld Family Trust  
 36th Street Capital  
 ACM ELF ST, LLC (Atalaya)  
 Amplify Transformational Data Sharing ETF  
 Anchorage Lending CA, LLC  
 Andrew Rosen 2004 Successor Insurance Trust  
 Apollo Centre Street Partnership, L.P.  
 Apollo Lincoln Fixed Income Fund, L.P.  
 Apollo Moultrie Credit Fund, L.P.  
 Apollo Tactical Value SPN Investments, L.P.  
 Arctos Credit, LLC  
 B. Riley Bridge Loan  
 B. Riley Commercial Capital, LLC  
 Bank of the West  
 Barings BDC, Inc.  
 Barings Capital Investment Corporation  
 Barings Private Credit Corp  
 Barkley Investments, LLC  
 Better Downtown Miami LLC  
 Birch Grove Strategies Master Fund LP  
 BlackRock Credit Alpha Master Fund L.P.  
 BlockFi  
 BlockFi A  
 BlockFi B  
 BlockFi Lending, LLC  
 Bremer Bank  
 BRF Finance Co., LLC  
 Brown Corporation  
 Cannon Investments LLC  
 Celsius Core LLC  
 Corbin Opportunity Fund, L.P.  
 Cryptonic Black, LLC  
 David Sarner  
 De Lage Landen Financial Services, Inc.  
 Dell Financial Services L.L.C.

Douglas Lipton	Richard Katz 2016 GST Trust
Ferro Investments Ltd.	Robert Fedrock
FGK Investments Ltd.	Sabby Volatility Warrant Master Fund, Ltd.
Fidelity Capital Corp.	SRPF A QR Riversouth LLC
First Sun Investments, LLC	Stonebriar Commercial Finance LLC
Frank Pollaro	Stonebriar Finance Holdings LLC
FTF Diversified Holdings, LP	SunnySide Consulting and Holdings, Inc.
Galaxy Digital LP	TBC 222 LLC
Garic Limited	Tech Finance Corporation
Genesis Global Capital, LLC	The Kimmel Family Foundation
Genesis Global Capital, LLC #1	The Michael O. Johnson Revocable Trust
Greensledge Merchant Holdings, LLC	The Obsidian Master Fund
Gullane Capital Partners, LLC	The Sear Family 1996 Trust
Gullane Digital Asset Partners OP, LLC	The William R. Guthy Separate Property Trust
Gullane Digital Asset Partners, LLC	TJC3 LLC
HC NCBR Fund	Toyota Commercial Finance
Hollwood, LLC	Transatlantic Mobility Holdings II LLC
Ibex Partners (Core) LP	Trinity Capital Inc.
ICG CoreSci Holdings, LP	U.S. Bank National Association
Indigo Direct Lending, LLC	VFS LLC
James Pulaski	Vineet Agrawal
Jason Capello	Wilmington Savings Fund Society, FSB
John Badger Quinn	Wolfswood Holdings LLC
John P. Joliet	Wormser Family Partnership II, LP
JPAS - Credit LLC (“JPAS” is Jordan Park Access Solutions)	Wormser Family Partnership 11, LP
JPAS - Crypto Infrastructure-A S.P.	XMS Core Convert Holdings LLC
JSK Partnership LLC	
Kensico Associates, L.P.	<b><u>List of the Top 30 Unsecured Creditors:</u></b>
Kensico Offshore Fund Master, Ltd	AAF International
KMR CS Holdings, LLC	Amazon Web Services Inc.
Leon J. Simkins Non-Exempt Trust FBO Michael Simkins	Bergstrom Electric
Levbern Management LLC	BRF Finance Co., LLC
Liberty Commercial Finance, LLC	CDW Direct
Liberty Stonebriar	CES Corporation
Marsico AXS CS LLC	Cherokee County Tax Collector
Mass Mutual Barings	Cooley LLP
Massachusetts Mutual Life Insurance Company	Dalton Utilities
Milos Core LLC	DK Construction Company
Monbanc Inc.	Duke Energy
Neso Investment Group Ltd	FlowTx
North Mill Equipment Finance	Gensler
North Star Leasing	Harper Construction Company, Inc.
Northdata Holdings Inc.	Herc Rentals
Novak	Kentucky Department of Revenue
NYDIG	LiveView Technologies Inc.
OIP SPV Core Scientific, LLC	Marshall County Sheriff
Omega Interceptor Restricted Ltd	McDermott Will and Emery LLP
Pescadero Capital, LLC	Moss Adams LLP
Prime Alliance Bank	OP
	Priority Power Management, LLC
	Reed Wells Benson and Company

Securitas Security Services USA Inc.  
Shell Energy Solutions  
Sidley Austin LLP  
Tenaska Power Services Co  
Tenet Solutions  
Trilogy LLC  
U.S. Customs and Border Patrol

**List of the Creditors Holding the Top 100**

**Largest Unsecured Claims (Excluding Insiders):**

A to Z pest Control and Services  
AAF International  
AccuForce HR Solutions LLC  
Acme Tools  
Altru Health System  
Amazon Business  
Amazon Web Services Inc.  
American Paper and Twine Co  
American Security and Protection Service LLC  
AT&T  
Averitt Express Inc.  
Bearden Industrial Supply  
Bergstrom Electric  
BlockFi Lending LLC  
C & W Facility Services, Inc.  
C.H. Robinson Company, Inc.  
Callahan Mechanical Contractors Inc.  
Carolina Recycling & Consulting LLC  
CES Corporation  
Charter Communications, Inc. (dba Spectrum)  
Cherokee County Tax Collector  
City of Calvert City  
Collier Electrical Service Inc.  
ComputerShare Inc.  
Condair Inc  
Dakota Carrier Network  
Data Sales Co Inc.  
Delaware Secretary of State  
DJNR Interactive LLC  
DK Construction Company  
Draffen Mart Inc.  
EPB of Chattanooga  
Equinix Inc.  
Equipment Depot of Kentucky Inc.  
Frontier Communications America Inc.  
Gensler  
Globalization Partners LLC  
GreatAmerica Financial Services  
Grubhub Holdings Inc.  
Hannan Supply Company Inc.

Herc Rentals  
IEWC Global Solutions  
Interstate Welding and Steel Supply  
J W Didado Electric LLC  
Jackson Purchase Energy Corporation  
Jacob John Novak  
Kelly Services Inc.  
Lattice  
Lib Fin LLC  
Lisa Ragan Customs Brokerage  
Manpower  
Marble Community Water System  
Marnoy Interests Ltd.  
Marshall County Sheriff  
MassMutual Asset Finance LLC  
Moss Adams LLP  
Mountain Top Ice  
Onyx Contractors Operations, LP  
Optilink  
Proctor Management  
Reed Wells Benson and Company  
Regional Disposal and Metal LLC  
Resound Networks LLC  
Ricks Rental Equipment  
Robert Half Talent Solutions  
Securitas Security Services USA Inc.  
Slalom LLC  
Snelling  
Stonebriar Finance Holdings LLC  
Supreme Fiber LLC  
Technology Finance Corporation  
Temps Plus of Paducah Inc.  
Tenaska Colocation Services LLC  
Tennessee Valley Authority  
Truckload Connections, LLC  
US Customs and Border Patrol  
Waste Path Services LLC  
Water Works C&R, LLC  
XC Container LLC  
ZetaMinusOne LLC

**List of 5 Largest Secured Claims:**  
(See Significant Vendors/Suppliers)

**Litigation Counterparties/Litigation Pending Lawsuits (includes threatened litigation):**

Benjamin Thomison & Alpha Asic  
Harlin Dean  
Jonathan Barrett, et al.  
LV net, Mizrahi et al.  
McCarthy Buildings Companies, Inc.

Mei Pang  
Sphere 3d  
Stayfirst Branding Agency

**Non-Debtor Affiliates and Subsidiaries:**

Core Scientific Partners GP, LLC (SMLLC)  
Core Scientific Partners, LP  
CSP Advisors, LLC (SMLLC)  
CSP Liquid Opportunities Fund, LP  
CSP Liquid Opportunities GP, LP  
CSP Liquid Opportunities Master Fund, LP  
CSP Liquid Opportunities Offshore Fund  
(Exempted Ltd)  
Team LLC  
XPDI Sponsor LLC

**Non-Debtors Professionals:**

Arnold & Porter Kaye Scholer LLP  
(Counsel for Prepetition Secured Lenders)  
Duane Morris LLP  
Ducera Partners  
(Proposed as Investment Banker for the  
Official Committee of Unsecured Creditors)  
Moelis & Company LLC  
Paul Hastings LLP  
(Counsel for Ad Hoc Group of Secured  
Convertible Noteholders)  
Skadden, Arps, Slate, Meagher & Flom LLP  
(Proposed Counsel for Ad Hoc Group of  
Equity Security Holders)  
Sidley Austin LLP  
(Counsel of NYDIG ABL LLC)  
Troutman Pepper Hamilton Sanders LLP  
(Counsel for Dalton Utilities)  
Willkie Farr & Gallagher LLP  
(Proposed Counsel for the Official  
Committee of Unsecured Creditors)

**Official Committee of Unsecured Creditor  
Members and Professionals:**

Willkie Farr & Gallagher LLP  
Ducera Partners  
Dalton Utilities  
Sphere 3D Corp.  
BRF Finance Co., LLC (a B. Riley affiliate)

**Other Parties in Interest:**

(See Notice of Appearance Parties, and any  
other person or group appointed)

**Notice of Appearance Parties/Interested  
Parties:**

36th Street Capital Partners, LLC  
Barings BDC, Inc. (as prepetition secured  
lenders)  
Barings Capital Investment Corporation (as  
prepetition secured lenders)  
Barings Private Credit Corp. (as prepetition  
secured lenders)  
BlockFi, Inc.  
CEC Energy Services LLC  
City of Denton  
Dalton Utilities  
GEM Mining 1, LLC  
GEM Mining 2, LLC  
GEM Mining 2B, LLC  
GEM Mining 3, LLC  
GEM Mining 4, LLC  
Harper Construction Company, Inc.  
Huband-Mantor Construction, Inc.  
Humphrey & Associates, Inc.  
Marnoy Interests, Ltd. d/b/a Office Pavilion, or  
Office Pavilion  
MP2 Energy Texas, LLC d/b/a Shell Energy  
Solutions  
NYDIG ABL LLC (f/k/a Arctos Credit, LLC)  
("NYDIG")  
Prime Alliance Bank, Inc.  
Priority Power Management, LLC  
Sphere 3D Corp.  
SRPF A QR Riversouth LLC  
Tenaska Power Services Co.  
Travis County (TX)  
Trinity Capital Inc.  
U.S. Bank National Association (as Prepetition  
Note Agent and Collateral Agent)  
Willkie Farr & Gallagher LLP (Proposed  
Counsel for the Official Committee of  
Unsecured Creditors)  
Wingspire Equipment Finance, LLC

**Ordinary Course Professionals:**

Akin Gump Strauss Hauer & Feld LLP  
Alston & Bird LLP  
Andersen Tax LLC  
Bitmain Technology Inc.  
Blue Ridge Law & Policy, P.C.  
Campbells Regulatory Services Limited  
Carey Olson Services Cayman Limited  
Cooley LLP  
CrossCountry Consulting LLC

CSS Partners, LLC  
Cypress Advocacy, LLC dba Mindset  
Deloitte & Touche LLP  
Deloitte Transactions and Business Analytics  
LLP  
Ernst & Young LLP  
Ernst & Young Product Sales LLC  
Ernst and Young US LLP  
Evercore Group LLC  
Faegre Drinker Biddle and Reath LLP  
Fishman Stewart PLLC  
Frost, Brown Todd LLC  
Gartner Inc.  
Gasthalter and Co LP  
Greenberg Traurig, LLP  
Holland and Hart LLP  
Horne, LLP  
Ironclad, Inc.  
Jackson Walker LLP  
Kirkland and Ellis LLP  
KPMG LLP  
McDermott Will & Emery LLP  
Mintz Group LLC  
Morgan, Lewis & Bockius LLP  
Moss Adams LLP  
Murphy & Grantland, P.A.  
NASDAQ Corporate Solutions, LLC  
NAVEX Global, Inc.  
Netgain Solutions, Inc.  
Oracle America, Inc.  
PricewaterhouseCoopers LLP  
Prickett Jones and Elliott PA  
Quinn Emanuel Urquhart & Sullivan, LLP  
Registered Agent Solutions, Inc.  
Resources Global Professionals  
Richards Layton and Finger PA  
Riverbend Consulting LLC  
Rowlett Hill Collins LLP  
Ryan & Associates  
Ryan LLC  
Sidley Austin LLP  
Sitrick and Company  
Snell & Wilmer  
Sternhell Group  
Williams & Connolly LLP  
Workday, Inc.  
Workiva Inc.  
Zuckerman Gore Brandeis & Crossman, LLP

**Proposed Ad Hoc Group of Equity Security Holders and Professionals:**

Skadden, Arps, Slate, Meagher & Flom LLP  
Custodian CSPB  
Douglas Abrams  
Eddie Griffin  
Jay Deutsch  
Lukasz Gottwald  
Mark Beaven  
The Rudolph Family Trust  
Todd Deutsch  
Two Trees Capital Limited BVI

**Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit):**

N/A

**Partnerships (if debtors is a partnership, its general and limited partners):**

N/A

**Regulatory and Government:**

(See Taxing Authorities)  
Environmental Protection Agency  
Internal Revenue Service (“IRS”)  
Occupational Safety and Health Administration  
Securities and Exchange Commission (“SEC”)  
U.S. Customs and Border Protection

**Secured Creditors:**

ABLE Communications, Inc.  
ComNet Communications, LLC  
Consolidated Electrical Distributors, Inc. dba  
Sun Valley Electric Supply  
Coonrod Electric Co, LLC  
Elliot Electric Supply, Inc.  
Harper Construction  
Housley Communications, Inc.  
Huband Mantor Construction Inc.  
Humphrey & Associates, Inc.  
LML Services dba FlowTx  
McElroy Metal Mill, Inc. dba McElroy Metal  
MK-Marlow Company, LLC  
Morsco Supply LLC dba Morrison Supply  
Company  
Network Cabling Services, Inc.  
Priority Power  
Summit Electric Supply  
Sure Steel - Texas, LP  
T&D Moravits & Co.  
Texas AirSystems, LLC

Wesley-Thompson Hardware, Inc.

**Significant Competitors:**

Argo Blockchain PLC  
 Bitfarms Technologies Ltd.  
 (fka Blockchain Mining Ltd.)  
 Cipher Mining Inc.  
 CleanSpark, Inc.  
 Greenidge Generation Holdings Inc.  
 Hive Blockchain Technologies Inc.  
 Hut 8 Mining Corp.  
 Iris Energy Ltd.  
 Marathon Digital Holdings, Inc.  
 Mawson Infrastructure Group Inc.  
 Riot Blockchain, Inc.

**Significant Customers and Contract Counterparties:**

1277963 B.C. Ltd dba Bitfield  
 ADQ Financial Services LLC  
 Agricultural Scientific LLC  
 Aidant.ai  
 AJT Trading, LLC  
 Alloy Ventures Management LLC  
 Argo Innovation Labs Inc.  
 AsicXchange Team Inc.  
 Atlas Technology Group LLC  
 Bay Colony Law Center, LLC  
 Bay Online Media  
 Benjamin Rees  
 BEP 888, LLC  
 BEP 999, LLC  
 Bit Digital USA, Inc.  
 Bitmain Development Inc.  
 Bitmain Technologies Georgia Limited  
 Bitmaintech PTE LTD  
 Bizmatica Polska JSC  
 Block One Technology  
 Blockcap Inc.  
 Blockchain United Mining Services  
 Blockfusion Technologies  
 Blue Hills Co, LLC  
 Blue Torch Capital LP  
 Brent Jason Deboer  
 Burdy Technology Limited  
 BW Holdings, LLC  
 CAC Global LLC  
 CCP Credit Acquisition Holdings, L.L.C.  
 Celsius Mining LLC  
 Charles Aram  
 Chris Chiovitti Holdings Inc.  
 Clearly Leasing, LLC  
 Colin Jacobs  
 Colin Smith  
 Compass Mining, Inc.  
 Crypto Garden, Inc.  
 Cumulus Coin LLC  
 DCG Foundry LLC  
 Digifarm Technologies Limited  
 Dreams and Digital, LLC  
 DUS Management Inc.  
 Etcembly Ltd  
 EverData, LLC  
 EZ BlockChain LLC  
 Flourishing Field Limited  
 Gateway Korea Inc.  
 GEM Mining  
 Gilley Enterprises  
 Global Star Holding Co.  
 Goodrose 5009, Inc.  
 Gopher, LLC  
 GPU.ONE  
 Greg Piph  
 Gryphon Digital Mining, Inc.  
 Henry Ho  
 Hewlett Packard Enterprise Company  
 Hockomock Mining Company  
 Horizon Kinetics  
 Icons8  
 Isoplex Inc.  
 Israel Garcia  
 Jacob McDaniel  
 JAM Mining Corp.  
 Kaboomracks, Inc.  
 Kalon Investments, LLC  
 Kristy-Leigh Minehan  
 Lake Parime USA Inc.  
 Leon Hadgis  
 LivePerson, Inc.  
 Lonestar Ole Git LLC  
 Luxor Technology Corp  
 Mark Bordcosh  
 Mineority Group  
 Mineority Group LLC  
 Mississippi Home Development  
 N9+, LLC  
 New Green Network LLC  
 NextEra Energy Capital Holdings  
 NFN8 Media, LLC  
 Nissan North America, Inc.  
 Nomura Corporate Funding Americas, LLC  
 North Georgia Data LLC

NVIDIA Corporation  
Pete Abdo  
Polyphase Capital, LLC  
Poolin Technology Pte. Ltd.  
Pure Storage, Inc.  
Quandefi Opportunities LLC  
Quantum Digital Network Assets, LLC  
Richard Norman  
Rio Verde Holdings Ltd  
River Financial Inc.  
RJW Digital Solutions  
RME Black 100, LLC  
RME Black 200, LLC  
RME Black 88, LLC  
Rodrigo Perusquia  
RPM Balance, Inc.  
Rudy Worrell  
Savage.io  
Seagen Inc.  
Sensika Technologies OOD  
Serge Marin  
Socrates Roxas  
Spring Mud LLC  
Summit Crypto Mining Limited  
Supplybit, LLC  
Tansley Equipment Limited  
Techshop Computers Ltd.  
Teslawatt  
The Allen Institute for Artificial Intelligence  
Timeless Digital Corp.  
T-Mobile USA, Inc.  
Tomek Group, LLC  
Tony Grijalva  
TYMIF Coin Ventures, LLC  
Union Jack, LLC  
UnitX  
US Digital Mining and Hosting Co., LLC  
Vaerus Mining SPV2 LLC  
VCV Power Mining Alpha LLC  
William McCarter  
*\* Certain Other Contract Counterparties of a Confidential Nature*

**Significant Shareholders (more than 5% of equity):**  
Darin Feinstein  
Michael J. Levitt  
MPM Life LLC

**Significant Vendors/Suppliers:**  
1872 Consulting LLC

2012Exxact Corporation  
5Fastenation Inc.  
5STAR5 INC  
Abu Dhabi Ports Company PJSC – KIZAD  
Accent Awnings Inc.  
Adaptive Insights LLC  
Advanced Business Equipment  
Agility Logistics Corp  
Agora NW LLC  
AIM Summit FZE  
Aircraft Services Group Inc.  
Airflow Sciences Corporation  
Alation, Inc.  
Albacross Nordic AB  
Alfa Internationals Logistics Inc.  
Aliexpress  
Alliance Funding Group  
Allied Steel Buildings Inc.  
Allstream  
Alpha Miner LLC  
Alpha Vertical Inc.  
Alston and Bird LLP  
Alteryx Inc.  
American Registry for Internet Numbers Ltd  
Americord  
Ameri-Dedicated Inc.  
Andrew Ferraro  
Angel Bejarano Borrega  
Aon Consulting Inc.  
AON Risk Insurance Services West Inc.  
Applied Scale Technology  
ARIBA INC  
Armstrong Moving Solutions San Antonio LLC  
Arrow Exterminators  
Arrowfish Consulting  
Atlantic Trailer Leasing & Sales, LLC  
Atlas Mining  
Atrio Inc.  
AvTech Capital LLC  
Bandy Transport Company  
Barnhart Crane and Rigging Co  
Beacon Building Products  
Bearcom  
Belyea Company Inc.  
Benton Electric Supply Inc.  
Bernard Klopfer  
Better IT Solutions LLC  
Big Ass Fans  
Bigbee Steel Buildings Inc.  
Bigeye, Inc.  
Bitmain Development Inc.

Bitmain Technologies Limited  
Bitwave  
Black Box Network Services Inc.  
Blackline Safety Corp  
Blackpearl Management and Human Resource Consulting LLC  
Blakes Cassels and Graydon LLP  
Blockchain Association  
Blue Cross Blue Shield of Texas  
Bring Light and Sound LLC  
Broadridge ICS  
BTC Media  
Building Image Group, Inc.  
Built In Inc.  
Bureau Van Dijk Electronic Publishing Inc.  
Business Wire Inc.  
BWS Acoustics  
Calloway County Board of Education  
Calvert Cafe LLC  
Calvert City Municipal Water and Sewer  
Canaan Convey Co Ltd  
Capital City Public Affairs LLC  
Capxon Electronics Shenzhen Co Ltd  
Carolina Utility Customers Association  
Carpet Capital Fire Protection Inc.  
Carpet Capital Multi-System Inc.  
CCR Corp  
CDW Direct  
CDW Middle East FZ LLC  
CenturyLink  
Cesar Gomez Martin  
CFS Containers  
Chamber of Digital Commerce  
Chapeau!  
Cherokee County Health Department  
Cherokee Well Drilling  
Chroma System Solutions, Inc.  
Chubb  
Ciemat  
CIOReview  
Circular Technologies Inc.  
Cision US Inc.  
Citadel Securities Corp Solutions  
City Electric Supply  
City of Bellevue - Tax Division  
Cleerline Technology Group LLC  
Cloudflare Inc.  
CNA Insurance  
Cohen and Company LTD  
Coin Center Inc.  
Coinbase Inc.  
Coindesk Inc.  
Colo Properties Atlanta LLC  
Color Scapes Landscaping, Inc.  
Commercial Acoustics  
Common Desk Austin LLC  
Compensation Advisory Partners, LLC  
Comware  
ConGlobal Industries LLC  
Consero Global Solutions LLC  
Consilio LLC  
Constellation New Energy, Inc.  
Container Monster LLC  
Convergint Technologies LLC  
CoreWeave Inc.  
Covert Chrysler Dodge Jeep Ram  
Crescendo Collective LLC  
Crestline Solutions LLC  
Critical Components Inc.  
Crystal Caverns Spring Water LLC  
Cunningham Golf and Utility Vehicles  
Cusip Global Services  
D16 LLC  
Dakota Fire Protection Inc.  
Dalton Fence Company  
Dalton Service Inc.  
Databricks, Inc.  
Datasite LLC  
David Herrington  
Davis Wright Tremaine LLP  
Denton Chamber of Commerce Inc.  
Dentons Canada LLP  
DHL Express (USA) Inc.  
DigiCert Inc.  
Digi-key  
Digital Asset Services Ltd  
Digital London Ltd  
Digital Mountain Inc.  
Dillon Eldridge  
Distributed Ledger Inc.  
Dockery Auto Parts  
Dockzilla Co  
DocuSign Inc.  
Dongguan Fa Site Electronic Technology Co Ltd  
Donnelley Financial Solutions  
DSV Air and Sea Inc.  
Eagle Promotions  
Eaton Corporation  
eCapital Advisors LLC  
Elasticsearch Inc.  
Electra Link Inc.

Electric Power Engineers Inc.  
Electrical Com  
Elite Electric Company LLC  
Employer Solutions Resources LLC  
Engineered Fluids, Inc.  
EPIC ASIC Asia Limited  
Equisolve Inc  
ERI Economic Research Institute Inc.  
Ernest Industries Inc.  
Esteban LaSalle  
EvoTek  
Farm & Ranch Construction, LLC  
Farming with Stephanie LLC  
Fastenal Company  
Federico Bohn  
FedEx  
Felker Construction Company Inc.  
Fernando Manuel Sierra Pajuelo  
Fidelity Investments Institutional Operations  
Company LLC  
Financial Accounting Standards  
Board/Governmental Accounting Standards  
Board  
FINRA  
Fireblocks Inc.  
First Insurance Funding  
First National Capital LLC  
First-Line Fire Extinguisher Company  
Flexential Colorado Corp  
FlowTx  
ForensisGroup Inc.  
Forks Landscaping LLC  
Forum Communications Company  
Foshan Dilue Supply Chain Mgmt. Co Ltd  
Franchise Tax Board  
Free Transportation LLC  
FreightEx Logistics LLC  
Frontline Shredding Inc.  
Frost Brown Todd Attorneys LLC  
FS.Com Inc.  
FXSA  
G.I. Joe Landscaping, LLC  
Gagnon & Miceli Freight Inc.  
Genesis Custody Limited  
Gibson and Associates Inc.  
Gilmore Kramer Co  
GitHub Inc.  
Glaze Supply Company Inc.  
Goldstein and Lee PC  
GoodHire  
Goodway Group Inc.  
Google LLC  
Grand Forks Utility Billing  
Great Sports Inc.  
Greatland Corporation  
Green Business Certification, Inc.  
Greenhouse Software Inc.  
GreensLedge Capital Markets LLC  
Greylene Partners LLC  
Griffin C Simerly  
Guardian Life  
Gustavo Melo Belfort  
Hamin Kang  
Hannig Row Partnership  
Harper Construction Company, Inc.  
Heapy  
Hill and Wilkinson Construction Group Ltd  
HM Tech LLC  
Holland LLC  
Holloway Updike and Bellen Inc.  
HubSpot Inc.  
Hudson Incentives Inc.  
Hughes Electric Paint & Supplies  
Human Rights Foundation  
Hurricane Electric LLC  
Hutchins Pallet Service, Inc.  
Hutchison and Steffen PLLC  
ICE Systems, Inc.  
ICI Mechanical LLC  
ICS Inc.  
IDC Research Inc.  
INE  
Integrated Networking Technologies LLC  
Integrity Door Solutions LLC  
Intralinks, Inc.  
Ironclad Inc.  
Jackie L Bryan  
Javier Lazaro Jareno  
JBM Office Solutions  
JCL Energy LLC  
Joaquin Pablo Gonzalez  
Jobot  
John Furner  
Jonathan Barrett 2012 Irrevocable Trust dated  
May 31 2012  
Juan Jose Galan Lopez  
K and E Lawn Service LLC  
Katz Marshall and Banks LLP  
Keith Larry Watkins  
Kenco Material Handling Solutions LLC  
Kentucky Cabinet for Economic Development  
Kesco Air Inc.

Kilpatrick Townsend and Stockton LLP	Nanning Dinggao Tech Limited
King Ford	National Association of Corp Directors
Kings Road RV Park LLC	Neeraj Agrawal
Know Agency	Next Level Valet LLC
KnowBe4 Inc.	NextLevel
Labor Finders	nference, Inc.
Lake Effect Traffic LLC	Nicolas Carter
Lancaster Safety Consulting, Inc.	Office of State Tax Commissioner
Landstar Ranger Inc.	Oklahoma Gas and Electric Company
Lane Powell PC	Oklahoma Tax Commission
LANshack Com	Okta Inc.
Larry Ledford	Old Dominion Freight Line Inc.
Lenz LLC	Old Republic National Title Ins. Co
Level 3 Communications LLC	Omeir Cargo LLC
LHC Capital Partners Inc.	Oncor Electric Delivery Company LLC
LHH Recruitment Solutions	Onestopmining Technologies Limited
LinkedIn Corporation	Onin Staffing, LLC
LiveView Technologies Inc.	OnlineComponents.com
Lockton Insurance Brokers LLC	Oracle Capital LLC
Logistica CryptoMining Repair LLC	Orange Computers
LRN Corporation	ORGDEV Limited
Lukka Inc.	Overhead Door Company of Clayton/Overhead
M & S Patterson, Inc.	Door Company of Tri State
Manley Four Little Pigs Inc.	Parker Lynch
Manning Land LLC	Paulo Roberto Pereira de Souza Filho
Marco Technologies LLC	Pax ADR LLC
Marshall County Battery and Golf Carts Inc.	Paycom Payroll LLC
Marshall County Tax Administrator	PeopleReady Inc.
McMaster-Carr	Pepsi MidAmerica
MDSI Inc.	Petter Business Systems
Mediant Communications Inc.	Pioneer Abstract and Title Co of Muskogee Inc.
Megaport USA Inc.	Plant Tours Communications Company
Meridian Equipment Finance LLC	Platinum Platypus Inc.
Michael Cruz	Premier Fire and Security Inc.
Microsoft Azure	Prime Mowing and Property Management LLC
Mike Darling Films	Pure Water Technology of the Tri State Area
Miller Griffin and Marks PSC	LLC
Mindset	Pye-Barker Fire and Safety LLC
Mission Critical Facilities International, Inc.	Q4 Inc.
MJDII Architects Inc.	Quality Water Financial LLC
MNP LLP	Quik Print of Austin Inc.
Mobile Modular Portable Storage	Rack and Shelving Consultants
Monnit Corporation	Radiant PPC LLC
Monoprice Inc.	Raymond Pope
M-RETS	RBI USA Customs Services LLC
MSC Industrial Supply Co.	RC Ventures Inc.
Murphy and Grantland PA	Recycling Equipment Corporation
Murco Inc.	Red Moon 88 LLC
Muskogee City-County Port Authority	Reffett Associates
Mustache Creative Studio	Regents Capital Corporation
Nancy C Sayers	Reliance Telephone Systems

Rezvani Mining LLC  
Robson Forensic Inc.  
Rockwell Automation Inc.  
Roman Krasiuks  
Ruric Inc.  
SafetySkills LLC  
SAGE Capital Investments, LLC  
Salary.com LLC  
Salesforce.com, Inc.  
Say Technologies LLC  
Scott Malewig  
Sebastian Javier Marconi  
Sharp Business Systems  
Sharpertek  
Shermco Industries, Inc.  
Silver Fox Productions Inc.  
Silverpeak Special Situations Lending LP  
Slack Technologies LLC  
Smartsheet Inc.  
Smoky Mountain BBQ Company LLC  
Solomon Corporation  
Southeastern System Services Inc.  
Southern Cargo LLC  
Spectrum Business  
SpectrumVoIP Inc.  
Spotless Cleaning  
Stafftax Financial LLC  
Standby Service Solutions LLC  
State of Tennessee Department of Revenue  
Stone Tower Air LLC  
Summit Energy Services Inc.  
Summit Funding Group Inc.  
Sunny Shah  
Sunnyside Consulting and Holdings Inc.  
SunValley Electric Supply  
SuperAcme Technology Hong Kong LTD  
Susan Oh Communications  
Synopsys Inc  
Synovus Bank  
Tag Resources LLC  
Tangent Energy Solutions Inc.  
Tango Lima, LP  
Tax Executives Institute Inc.  
TDIndustries Inc.  
Teague Nall and Perkins Inc.  
Technijian Inc.  
Technology Navigators LLC  
TechSource Global LLC  
Telecom Site Solutions LLC  
Telfi LLC  
Telles Global Consulting Inc.  
Temps Plus Inc.  
Tenaska Power Services Co  
Tenet Solutions  
Tennessee Valley Industrial Committee  
Texas Blockchain Council  
Texas Workforce Commission  
The Coindad LLC  
The Crown Restaurant  
The MacLellan  
The Specialty Company - TSC  
The Treadstone Group Inc.  
Thomson Reuters Tax and Accounting  
checkpoint  
Thycotic Software LLC  
Time Warner Cable  
Top Imprint Limited  
Tor Naerheim Brand Design LLC  
Total Quality Logistics LLC  
Tower Direct  
Trace3 LLC  
TRACS Manufacturing LLC  
Tractor and Palm Inc.  
Travis Asphalt  
Triangle Enterprises, Inc.  
Trilogy LLC  
TriNet COBRA  
Trinity Risk Solutions LLC  
True North Data Solutions US Inc.  
TXU Energy Retail Company LLC  
TY Properties  
U line  
United Capital Partners  
United Rentals North America Inc  
United Rentals North America Inc.  
University of California, San Diego  
UPS Supply Chain Solutions Inc.  
Upstate Containers LLC  
Validus Power Corp  
Vandco Equipment  
VCheck Global LLC  
Veridgedge LLC  
Veritext LLC  
Vesco Toyota Lift  
VMS Security Cloud Inc.  
Volt Management Corp  
Wachsman PR LLC  
Waste Disposal Solutions Inc.  
Waterlogic Americas LLC  
Wells and West Inc.  
WEX Health Inc.  
Whitfield Electric Motor Sales & Service, Inc.

Whitney J Beauxis  
Widseth Smith Nolting and Associates, Inc.  
Williams Farm LLC  
Williams Marston LLC  
Wilson Built Fab Shop  
Workplace Solutions Inc.  
Young MFG Inc.  
Zendesk Inc.  
Zeus Mining Co Ltd  
Zimney Foster PC  
Ziply Fiber  
Zoom Video Communications Inc.  
ZoomInfo Technologies

**Taxing Authorities:**

Austin, TX Lease - existing office (Worksmith)  
Austin, TX Lease - new office (Riversouth)  
California Franchise Tax Board  
Cedarvale, TX  
Cherokee County Tax Collector (NC)  
City of Calvert City (Calvert City, KY)  
City of Denton, TX  
Colorado Department of Revenue  
Dalton-Whitfield Joint Development Authority;  
    Carl Campbell, Executive Director  
Eddie McGuire, Marshall County Sheriff  
    (Benton, KY)  
Georgia Department of Revenue  
Internal Revenue Service  
Jobe Ranch Family Limited Partnership, Lessor  
    (11/15/2021)  
Kentucky Department of Revenue  
Kentucky State Treasurer  
King County Assessor (Seattle, WA)  
Marshall County (Kentucky) Department of  
    Revenue  
Minnkota Power Cooperative  
ND Office of State Tax Commissioner  
North Carolina Department of Revenue  
North Dakota Department of Revenue  
North Dakota Office of State Tax Commissioner  
Oklahoma Department of Revenue  
State of Delaware - Division of Corporations  
Tennessee Department of Revenue  
Tennessee Valley Authority - Economic  
    Development - Thomas Buehler (Calvert  
    City)  
Texas Comptroller / Texas Comptroller - Sales  
    & Use Tax  
Travis County, TX (Austin, TX HQ)  
US Customs and Border Protection

Ward County Assessor (TX)  
Whitfield County Board of Assessors (Dalton,  
    GA)

**U.S. Attorney's Office for Southern District  
of Texas:**

Jennifer Lowery

**UCC Search Results/UCC Lien Search**

**Results:**

ACM ELF ST LLC  
Anchorage Lending CA, LLC  
Arctos Credit, LLC  
Bank Financial  
Barings BDC, Inc.  
Barings Capital Investment Corporation  
Barings Private Credit Corp.  
BEAM Concrete Construction, Inc.  
C T Corporation System, as Representative  
Celsius Networks Lending LLC  
CIT Bank, N.A.  
CM TFS LLC  
ComNet Communications, LLC  
Consolidated Electrical Distributors, Inc. dba  
    Sun Valley Electric Supply  
Contech Construction  
Contech, Inc.  
Convergint Technologies LLC  
Coonrod Electric Co, LLC  
Corporation Service Company  
Dell Financial Services L.L.C.  
Elliot Electric Supply, Inc.  
GARIC INC.  
GARIC, INC.  
Gaylor Electric, Inc. d/b/a Gaylor, Inc.  
Graybar Electric Company Inc.  
Graybar Electric Company, Inc.  
Housley Communications, Inc.  
Huband-Mantor Construction Inc.  
Humphrey & Associates, Inc.  
Humprey & Associates, Inc.  
Imperial Fire Protection, LLC  
Indigo Commercial Funding, LLC  
LML Services dba FlowTx  
Maddox Industrial Transformer LLC  
MassMutual Asset Finance LLC  
McCarthy Building Companies Inc.  
McCarthy Building Companies, Inc.  
McCorvey Sheet Metal Works, LP  
McElroy Metal Mill, Inc. dba McElroy Metal  
MK Marlow Company, LLC

Morsco Supply LLC dba Morrison Supply Company  
Network Cabling Services, Inc.  
North Mill Credit Trust  
NYDIG ABL LLC  
Power & Digital Infrastructure Corp.  
Priority Power  
Silverpeak Credit Partners LP, as Collateral Agent  
Stonebriar Commercial Finance LLC  
Stonebriar Finance Holdings LLC  
Summit Electric Supply  
Sure Steel - Texas, LP  
T&D Moravits & Co.  
TCF National Bank  
Texas AirSystems, LLC  
Toyota Industries Commercial Finance, Inc.  
VFSOX, LLC  
Way Mechanical  
Wesley-Thompson Hardware, Inc.  
XPDI Merger SUB, Inc.

**Unions:**

N/A

**United States Trustee and Staff for Southern District of Texas:**

Alethea Caluza  
Alicia Barcomb  
Brian Henault  
Christopher R. Travis  
Christy Simmons  
Clarissa Waxton  
Glenn Otto  
Gwen Smith  
Ha Nguyen  
Hector Duran  
Ivette Gerhard  
Jana Whitworth  
Jayson B. Ruff  
Kevin M. Epstein  
Linda Motton  
Luci Johnson-Davis  
Millie Aponte Sall  
Patricia Schmidt  
S. Michele Cox  
Stephen Statham  
Steven Whitehurst  
Valerie Goodwin  
Yasmine Rivera

**Utility Providers/Utility Brokers:**

Alpha Waste  
BalsamWest Fiber Net  
Calvert City Hall (Kentucky)  
Carolina Recycling  
CenturyLink  
Charter Communications, Inc. (dba Spectrum)  
Cogent Communications  
Countrywide Sanitation Co  
Dakota Carrier Network  
Dalton Utilities  
Dellcom (Dell Telephone)  
Denton Municipal Electric  
Dialog Telecommunications  
Digital Realty  
Dobson Fiber  
Duke Energy  
Duke Energy Carolinas  
Duke Energy Carolinas, LLC  
Frontier Communications  
GlobalGig  
Internal/Resound Networks  
Level 3 Communications LLC  
Logix Fiber Networks  
Lumen/CenturyLink  
Marble Community  
Murphy Electric Power Board  
NODAK Electric Cooperative  
Optilink  
Regional Waste  
Resound Networks  
Shell Energy Solutions  
Starlink  
TanMar Rentals, LLC  
Tennessee Valley Authority  
Time Warner Cable  
Windstream Communications  
Xcel Energy, Inc.

**Schedule 2****Disclosure of Willkie Farr & Gallagher LLP (“Willkie”)  
of Current and Prior Representations of Potential Parties in Interest**

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Aber Whitcomb	Former Officers and Directors	Willkie currently represents and has in the past represented this individual in matters wholly unrelated to the Debtors' chapter 11 cases.
ACM ELF ST, LLC (Atalya)	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Akin Gump Strauss Hauer & Feld LLP	Ordinary Course Professional	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AlixPartners LLP	Debtors' Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Allstate Benefits	Benefits Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AmTrust	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Aon Consulting Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Aon Risk Insurance Services West Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollo Centre Street Partnership, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollo Lincoln Fixed Income Fund, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollos Moultrie Credit Fund, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollo Tactical Value SPN Investments, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AT&T	Creditors Holding the Top 100 Largest Unsecured Claims	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AXIS Surplus Insurance Co. (via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
B. Riley Bridge Loan	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Berkshire Hathaway Specialty Insurance Company	Insurance/Insurance Provider/Surety Bonds	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Birch Grove Strategies Master Fund LP	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BlackRock Credit Alpha Master Fund L.P.	Lenders	Willkie has in the past represented this entity Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blockcap Inc.	Significant Customers Debtors' Trade Names and Aliases	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blue Cross Blue Shield of TX	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
CenturyLink	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Chubb	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Cipher Mining Inc.	Significant Competitors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Cision US Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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Citadel Securities Corp. Solutions	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Citibank (Administered by PayFlex)	Benefit Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
CNA Insurance	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Coinbase Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Columbia Casualty Company (CNA)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Consilio LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Diamond Offshore Drilling	Affiliates of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
DSV Air and Sea Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Endurance American Specialty Insurance Company (Sompo)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Evercore Group LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Faegre Drinker Biddle and Reath LLP	Ordinary Course Professionals	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Federal Insurance Company (Chubb)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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FedEx	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
First Insurance Funding	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Frontier Communications	Utility Providers/Utility Brokers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Galaxy Digital LP	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
General Casualty Co. of WI (QBE)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Google LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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Greensledge Merchant Holdings, LLC	Lenders	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
GreensLedge Capital Markets LLC	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Guardian Life	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Hiscox Insurance Company	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
ICG Advisors, LLC	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
ICG CoreSci Holdings, LP	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Iris Energy Ltd.	Significant Competitors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Ironclad Inc.	Significant Vendors/Supplier Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson BDC, LLC	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson Capital Advisors, L.P.	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson Energy Infrastructure Fund Inc. (KYN)	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson NextGen Energy & Infrastructure Inc. (KYN)	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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Kirkland & Ellis LLP	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
KPMG LLP	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Landmark American Insurance Company (RSUI via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Laredo Petroleum, Inc.	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Level 3 Communications LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lexington Insurance Company (via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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LinkedIn Corporation	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lockton Insurance Brokers LLC	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lumen/CenturyLink	Utility Providers/Utility Brokers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Mackay Shields, LLC	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Manpower	List of Creditors Holding the Top 100 Largest Unsecured Claims	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Massachusetts Mutual Life Insurance Company	Lenders	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this

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Mediant Communications Inc.	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Microsoft Azure	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
MP2 Energy Texas LLC d/b/a Shell Energy Solutions	Notice of Appearance Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
National Union Fire Ins. Co. of Pittsburgh (AIG)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Navigators Insurance Co. (Hartford)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NextEra Energy Capital Holdings	Significant Customers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NextLevel	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NYDIG	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NYDIG ABL LLC	UCC Search Results/UCC Lien Search Results	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Oracle America, Inc.	Ordinary Course Professionals	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Paul Hastings LLP	Non-Debtor Professionals Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Paycom Payroll LLC	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this

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		entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Pepsi MidAmerica	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
PJT Partners	Debtors' Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
PricewaterhouseCoopers LLP	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
QBE Insurance Corporation	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Salesforce.com, Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Scientific Games Corporation	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Sphere 3D Corporation	Litigation Counterparties/Litigation Pending Lawsuits Official Committee of Unsecured Creditors	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Summit Energy Services Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Swiss Re Corporate Solutions Capacity Ins. Corp. (via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Synopsis Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Thycotic Software LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Trilogy LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
TriNet COBRA	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
VFS LLC	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Savings Fund Society, FSB	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Workday, Inc.	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
XL Specialty Insurance Co.	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

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Zendesk Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.